

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1
HELD
OCTOBER 27, 2020**

A Special Meeting of the Board of Directors of the Jefferson Center Metropolitan District No. 1 (referred to hereafter as "Board") was convened on Tuesday, October 27, 2020, at 9:30 a.m. Due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held by video/telephone conference with all participants attending via video/teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Gregg Bradbury
Jeff Nading
Charles Church McKay
Steven Nading

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the absence of Director Diana K. Ten Eyck was excused.

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Megan Becher, Esq.; McGeady Becher P.C.

Joy Tatton; Simmons & Wheeler, P.C.

Wes Back and Elesha Carbaugh-Gonzales; Independent District Engineering Services, LLC

Brandon Dooling; Golden Triangle Construction, Inc.

Creig Veldhuizen; Piper Sandler & Co.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Solin noted that a quorum was present and requested members of the Board to disclose any

RECORD OF PROCEEDINGS

potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Becher noted that all Directors' Disclosure Statements had been filed and that no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Agenda: Mr. Solin distributed for the Board's review and approval a proposed agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the agenda was approved, as presented.

Location/Manner of Meeting: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board determined that, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the meeting would be held by video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location/manner of the meeting was duly posted and that the District had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries.

Minutes: The Board reviewed the minutes of the September 22, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the minutes of the September 22, 2020 Special Meeting were approved, as presented.

PUBLIC COMMENT

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of Change Order No. 1 to the Contract between the District and KECI Colorado, for Candelas Parkway & Indiana Intersection Improvements, for reimbursement for City of Arvada Right of Way permits, in the amount of \$1,440.08.

RECORD OF PROCEEDINGS

- Ratify approval of Change Order No. 2 to the Contract between the District and NRE Excavating Inc., for Big Dry Creek Bore Extension, Sanitary Main Stub to Lot 5, in the amount of \$9,112.
- Ratify approval of Task Order No. 13-A1 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for Candelas Medical Phase 2 Grading, Amendment No. 1, for a decrease in the contract amount of <\$8,206.00>.
- Ratify approval of Task Order No. 18 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., Geotech for Box Culverts (HWY72, Big Dry Creek), in the amount of \$27,100.
- Ratify approval of Task Order No. 19 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., Geotech for CO. and material testing, Candelas Medical F1 Ph 2 Roadway, in the amount of \$9,877.
- Ratify approval of Task Order No. 16-A1-A4 to the Service Agreement between the District and Martin/Martin, Inc., for Additional Services – Amendment No. 1, for a decrease in the amount of <\$1,131.16>.
- Ratify approval of Service Agreement for 2020-2021 Snow Removal Services between the District and Environmental Designs, Inc.
- Ratify approval of Change Order No. 1 to the Service Agreement for Landscape Maintenance Services between the District and Environmental Designs, Inc., for median landscape enhancements, in the amount of \$15,125.89.

Following review, upon motion duly made by Director Steven Nading, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above Consent Agenda items/actions.

FINANCIAL MATTERS

Claims: The Board considered ratification/approval of the payment of claims through the period ending October 20, 2020, in the amount of \$797,278.71.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the Board ratified or approved the payment of claims, as presented.

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of October 16, 2020.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the Board accepted the cash position statement as of October 16, 2020.

Expense Tracking Report (ETR): Ms. Carbaugh-Gonzales reviewed the Expense Tracking Report with the Board.

District Expenditures Verification Report prepared by Independent District Engineering Services, LLC ("IDES"): Mr. Back reviewed with the Board IDES' report entitled "District Expenditures Verification for October 2020," which summarizes IDES' review and verification of the expenditures of the District for October 2020 related to certain District construction contracts. The Verification Report identified \$797,278.71 of District Eligible Expenses and \$-0- of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$797,278.71.

Forecast of General Fund Revenues and Expenditures: Ms. Tatton reviewed, and the Board discussed, the forecast of General Fund revenues and expenditures.

MANAGEMENT MATTERS

Water Allocations and Facilities Fees Collections: Mr. Solin reviewed the status of water allocations and facilities fees billing and collection with the Board.

FEMA Grant Close-Out: There were no updates at this time.

LEGAL MATTERS

Post-Closing Agreement and Escrow Instructions (Phase One Improvements) by and among the District, Cimarron Development Company, Sisters of Charity of Leavenworth Health System, Inc., and First American Title Insurance Company ("Phase One Agreement"); and Post-Closing Agreement and Escrow Instructions (Phase Two Improvements) by and among the same parties ("Phase Two Agreement"):

Construction under the Phase One Agreement and Phase Two Agreement: Mr. Back discussed with the Board the status of construction under the Phase One Agreement and Phase Two Agreement.

RECORD OF PROCEEDINGS

Verification of Expenditures for Candelas Medical Phase One Improvements: Mr. Back reviewed with the Board the District Engineer's Verification of Expenditures for Candelas Medical Phase One Improvements dated September 24, 2020, in the amount of \$42,213.32.

Following review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board ratified approval of the District Engineer's Verification of Expenditures for Candelas Medical Phase One Improvements dated September 24, 2020, in the amount of \$42,213.32.

Verification of Expenditures for Candelas Medical Phase Two Improvements: Mr. Back reviewed with the Board the District Engineer's Verification of Expenditures for Candelas Medical Phase Two Improvements dated September 24, 2020, in the amount of \$628,891.21.

Following review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board ratified approval of the District Engineer's Verification of Expenditures for Candelas Medical Phase Two Improvements dated September 24, 2020, in the amount of \$628,891.21.

Disbursement Request No. 12 under the Phase One Agreement: The Board reviewed Disbursement Request No. 12 under the Phase One Agreement.

Following review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board ratified approval of Disbursement Request No. 12 under the Phase One Agreement, in the amount of \$42,213.32.

Disbursement Request No. 10 under the Phase Two Agreement: The Board reviewed Disbursement Request No. 10 under the Phase Two Agreement.

Following review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board ratified approval of Disbursement Request No. 10 under the Phase Two Agreement, in the amount of \$628,891.21.

Status of Organization of New Districts: There were no updates at this time.

Purchase and Sale Agreement (Water Tank Site) by and between the City of Arvada, Jefferson Center Metropolitan District No. 1, and acknowledged by Jefferson Center Metropolitan District No. 2:

RECORD OF PROCEEDINGS

Attorney Becher reported to the Board that counsel is awaiting comments on the proposed agreement from the City of Arvada.

2023 Bond Issuance: There were no updates at this time.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed with the Board the Project Status Report dated October 27, 2020. A copy of the report is attached hereto and incorporated herein by this reference.

Contracts, Task Orders, Work Orders and Change Orders: Mr. Back discussed the following Contracts, Task Orders, Work Orders and Change Orders:

- Consider approval of Contract between the District and Powell Restoration, Inc., for Erosion Control, in the amount of \$22,906.56.
- Consider approval of Contract between the District and Standard Fence Company, for Fencing, in the amount of \$35,875.
- Consider approval of Change Order No. 3 to the Contract between the District and NRE Excavating Inc., for Big Dry Creek Bore Extension, Water Main Additional Items, in the amount of \$26,146.
- Consider approval of Task Order No. 16-A1 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for West 91st Drive Subgrade Investigation & Pavement Design, Amendment No. 1, in the amount of \$1,650.
- Consider approval of Task Order No. 1 to the Contract between the District and Badger Daylighting Corp., for Potholing, in the amount of \$10,000.
- Consider approval of Task Order No. 17 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway & Company, Inc., for Joyce Street, in the amount of \$13,550.
- Consider approval of Task Order No. 10 to the Service Agreement for Traffic Engineering Services between the District and Kimley-Horn and Associates, Inc., for Master Traffic Impact Study Candelas Rezone, in an amount not to exceed \$8,800.
- Consider approval of Task Order No. 2-A7 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas Medical Engineering – Amendment No. 7, in the amount of \$6,000.
- Consider approval of Task Order No. 3 to the Master Service Agreement between the District and SWCA Environmental Consultants, for CLOMR for Joyce Street Culvert Crossing, in the

RECORD OF PROCEEDINGS

amount of \$8,310.

- Consider approval of Task Order No. 8 to the Service Agreement, between the District and Wyoco Erosion Control, Inc., for Erosion Control, in the amount of \$36,000.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steve Nading and, upon vote, unanimously carried, the Board approved (or ratified approval of, as appropriate) the Contracts, Change Orders, Task Orders and Work Orders listed above.

CAPITAL IMPROVEMENTS

There were no capital improvements matters presented.

OTHER BUSINESS

Attorney Becher reported to the Board on a request from Mountain Shadows Metropolitan District regarding a potential joint landscape maintenance plan for the tree lawns at the intersection of Indiana Street and West 90th Avenue. No action was taken by the Board.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 

Secretary for the Meeting

JEFFERSON CENTER METRO DISTRICT NO. 1

Board Meeting Project Status

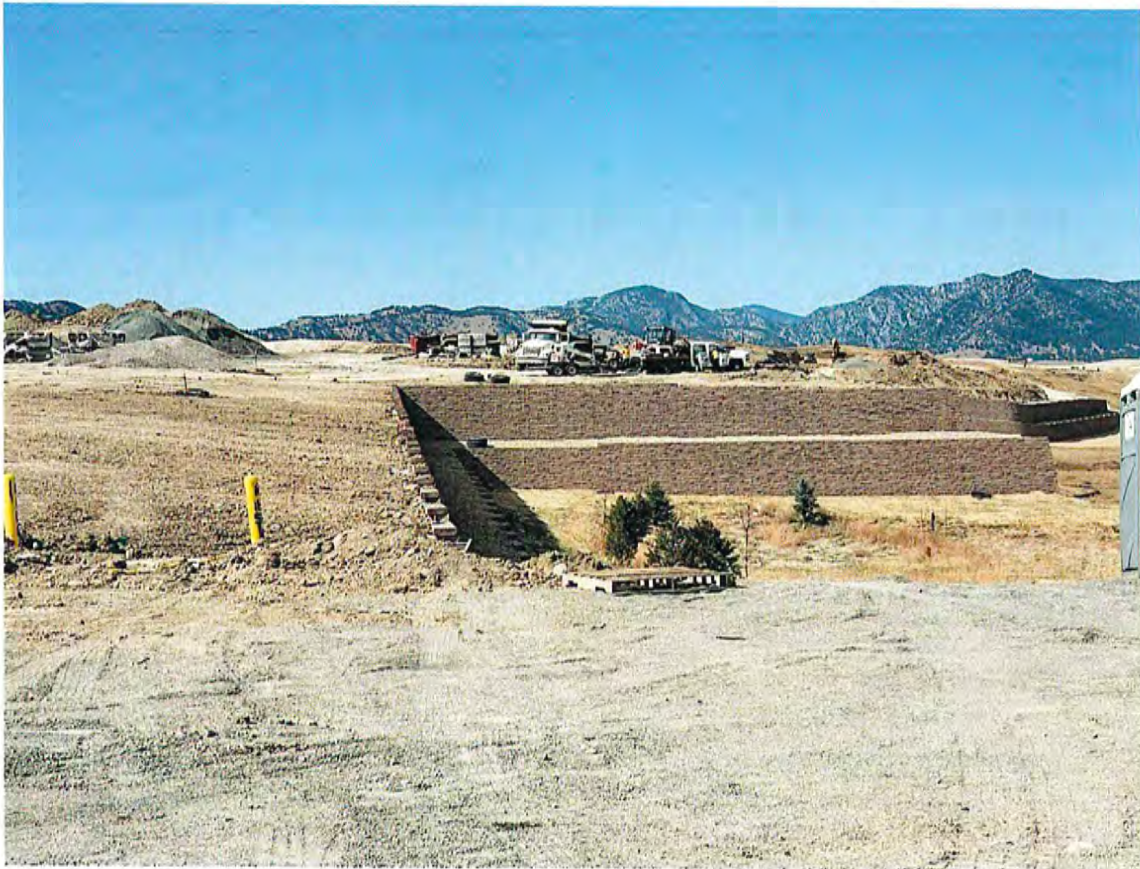
October 27, 2020

Project Work

Kings North / North Indiana Stockpile / W. 91st Place

- The Final Acceptance punch list for King Soopers includes a few district constructed items within W. 91st Place. IDES met on site with SEMA to review all warranty items on October 19, 2020.

Candelas Medical



- Miller Wall Company has backfilled phase 1 of the retaining walls. The project is anticipated to be ready for a punch list walk through in the next couple weeks.



- Brightview has installed sod in the Candelas Parkway tree lawns completing all contract items for substantial completion of the contract.



- NRE has installed the water main to the north connection at Candelas Parkway. The line will be completed as soon as the approved fusible carrier pipe is delivered for install in the Big Dry Creek casing.



- GH Phipps has been put on hold by the City of Arvada for failing to comply with permit inspections. The work is anticipated to continue during the first week of November.
- PEI has received the initial acceptance punch lists from the City of Arvada and is working to address the items that were identified. PEI's surveyor is reviewing comments made by Martin/Martin.

Highway 72



- Potholing of existing utilities below the Boulder Canal was completed by Badger Daylighting. CTL Thompson also completed the borings for the box culvert geotechnical report.

Candelas Parkway and Indiana Street

- Candelas Parkway and Indiana Street – KECI has received all right of way Permits from the City of Arvada. Plan revisions have been requested by the City of Arvada to the approved plans following an on-site meeting with the engineering department and are being coordinated by Martin/Martin.

Construction Contract Documents

Contractor Agreements

- Powell Restoration - Erosion Control - \$22,906.56
- Standard Fence Company - Fencing - \$35,875.00

Contractor Change Orders

- NRE Excavating
CO #3 - Water Main Additional Items - \$26,146.00

Consultant/Vendor Agreements & Task Orders

Consultant/Vendor Agreements

- None

Task Orders and Work Orders

- CTL Thompson
TO #16-A1 – W 91st Dr Subgrade Investigation & Pavement Design – Amend #1 - \$1,650.00
- Badger Daylighting Corp.
TO #1 – Potholing - \$10,000.00
- Galloway
TO #17 – Joyce Street - \$13,550.00
- Kimley- Horn
TO #10 – Master Traffic Impact Study Candelas Rezone - \$8,800.00
- Martin/Martin
TO #2-A7 – Candelas Medical Engineering – Amendment #7 - \$6,000.00
- SWCA
TO #3 – CLOMR for Joyce Street Culvert Crossing - \$8,310.00
- Wyoco
TO #8 – Erosion Control - \$36,000.00